

WIEHOFF JOHN
Form 4
July 28, 2009

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
WIEHOFF JOHN

2. Issuer Name and Ticker or Trading Symbol
C H ROBINSON WORLDWIDE INC [CHRW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
14701 CHARLSON ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/24/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO

EDEN PRAIRIE, MN 55347

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	Price		
Common Stock				Code V	Amount		
Common Stock						3,508	I By child
Common Stock						56,000	I By spouse
Common Stock						675,844 ⁽¹⁾	I By Trust
Common Stock	07/24/2009		M/K	72,858 A	\$ 14	300,381	D
Common Stock	07/24/2009		F/K	41,941 D	\$ 53.97	258,440	D

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Common Stock 07/24/2009 S 30,000 D \$ 54.0293 228,440 D
(3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option (Right to Buy)	\$ 10.172					01/31/2005 01/31/2010	Common Stock 9,8
Option (Right to Buy)	\$ 14					02/01/2006 02/01/2011	Common Stock 7,1
Option (Right to Buy)	\$ 14	07/24/2009		M/K	72,858	<u>(2)</u> 02/15/2012	Common Stock 72,
Option (Right to Buy)	\$ 14.625					02/15/2007 02/15/2012	Common Stock 6,8
Option (Right to Buy)	\$ 14.625					<u>(2)</u> 02/15/2012	Common Stock 53,
Option (Right to Buy)	\$ 14.82					02/07/2008 02/07/2013	Common Stock 6,7
Option (Right to Buy)	\$ 14.82					<u>(2)</u> 02/07/2013	Common Stock 73,
Option (Right to Buy)	\$ 55.75					05/07/2007 01/31/2010	Common Stock 47,

Option (Right to Buy)	\$ 53.97	07/24/2009	A/K	41,941	07/24/2009	02/15/2012	Common Stock	41,
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WIEHOFF JOHN 14701 CHARLSON ROAD EDEN PRAIRIE, MN 55347	X		CEO	

Signatures

/s/ Troy Renner, Attorney in fact for John P. Wiehoff	07/28/2009
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__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- Deferred shares held in a non-qualified grantor trust for reporting person's benefit. Dividends paid on these shares are automatically used
- (1) to purchase additional shares of the issuer. Of the shares reflected, 120,000 are available to vest over five years beginning in 2006 and 101,510 shares are available to vest over five years, based on the financial performance of the Company.
 - (2) Currently 100% vested.

- (3) The price reported is the weighted average sale price for the transactions reported. The prices received ranged from \$53.55 to \$54.26. The reporting person will provide to the issuer, a security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each price within the range.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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